

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re : Chapter 11 Case No.  
: :  
GENERAL MOTORS CORP, *et al.*, : 09-50026 (REG)  
: :  
Debtors. : (Jointly Administered)  
: :  
-----X

**DECLARATION AND DISCLOSURE STATEMENT OF KATHLEEN McNICHOL  
BEHN, ON BEHALF OF LACEY & JONES, LLP**

STATE OF MICHIGAN )  
 ) ss:  
COUNTY OF OAKLAND )

Kathleen McNichol Behn hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am the managing partner of Lacey & Jones, LLP, located at 600 South Adams Road, Suite 300, Birmingham, Michigan 48009-6827 (the “**Firm**”).
2. General Motors Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may

represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm approximately \$11,163.64 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on

July 21, 2009

By: Kathleen McNichol Behn  
Kathleen McNichol Behn  
Managing Partner, Lacey & Jones, LLP

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SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
: **GENERAL MOTORS CORP, et al.,** : **09-50026 (REG)**  
: **Debtors.** : **(Jointly Administered)**  
: **-----X-----**

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, “the **Debtors**”)

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.**  
**RETURN IT FOR FILING BY THE DEBTORS, TO:**

Wiel, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Lacey & Jones, LLP  
600 South Adams Road, Suite 300  
Birmingham, Michigan 48009-6827

2. Date of Retention:

Lacey & Jones, LLP has been providing legal services to General Motors Corporation continuously since January 1, 2004.

3. Brief Description of services to be provided:

Defense of workers’ compensation cases in the State of Michigan.

4. Arrangements for compensation (hourly, contingent, etc.):

Flat fee per file of \$1,400 plus expenses; appellate rate of \$75 per hour plus expenses; an additional \$100 for "Stokes" cases; \$1,500 flat fee per file for Medicare threshold cases and \$900 flat fee per file for Medicare non-threshold cases.

(a) Average hourly rate (if applicable):

Not applicable except as to appellate files, which is \$75 per hour.

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition): \$16,000

5. Prepetition claims against the Debtors held by the firm: (no claim has been filed.)

Amount of claim: Approximately \$11,163.64 outstanding

Date claim arose: April, May, June 2009

Source of claim: Unpaid invoices for legal work performed.

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm: None

Name: Not applicable

Status: Not applicable

Amount of claim: Not applicable

Date claim arose: Not applicable

Source of claim: Not applicable

7. Stock of the Debtors currently held by the firm:

Class of shares: Not applicable

No. of shares: None

8. Stock of the Debtors currently held individually by any member, associate or professional employee of the firm:

Name: Not applicable

Status: Not applicable

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None.

10. Name of the individual completing this form:

Kathleen McNichol Behn, Managing Partner of Lacey & Jones, LLP.